THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS

of

## ROYAL BANK GROUP SERVICES LIMITED

(Registered Number 80244)

Passed on 25 July 2002

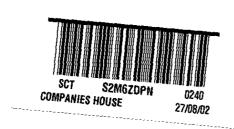
At an ANNUAL GENERAL MEETING of the Company duly convened and held at 42 St Andrew Square, Edinburgh, EH2 2YE the following RESOLUTIONS were duly passed:-

## SPECIAL RESOLUTION

That the Company having been dormant since its formation resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Companies Act 1985, s384.

## **ELECTIVE RESOLUTIONS**

- II That the Company elects:
  - A) Pursuant to Section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meeting;
  - B) Pursuant to Section 366A of the Companies Act 1985, to dispense with the holding of Annual General Meetings; and
  - C) Pursuant to Section 386 of the Companies Act 1985, to dispense with the obligation to appoint auditors annually.



Secretary